

#20
14863-K
14863-L

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

RECORDATION NO. 14863-K Filed 1426

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND
JUN 11 11 34 AM '87
100 OFFICE OF
THE SECRETARY
MOTOR OPERATING UNIT

RECORDATION NO. 14863-L Filed 1426

JUN 11 1987 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

JUN 11 1987 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

Ms. Noretta R. McGee
Secretary

Interstate Commerce Commission
Washington, D.C.

No. 7-162A015
JUN 11 1987
Date
Fee \$ 20.00

Dear Ms. McGee:

Washington, D. C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of 1) a Supplement No. 5 dated June 10, 1987, to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985, between ACF Industries, Incorporated, Debtor, and Fleet National Bank, Individually and as Agent (the "Loan Agreement") and 2) a Supplement No. 5, dated June 10, 1987, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, by ACF Industries, Incorporated, Assignor, to Fleet National Bank, as Agent (the "Lease Assignments").

The enclosed secondary documents relate to the Loan Agreement and the Lease Assignments, which were duly filed and recorded at 12:10 p.m. on December 16, 1985 and assigned Recordation Numbers 14863 and 14863-A, respectively.

The names and addresses of the parties to the enclosed documents are:

Mortgagor/

Assignor: ACF Industries, Incorporated
1370 Avenue of the Americas
New York, New York 10019

Mortgagee/

Assignee: Fleet National Bank, individually
and as agent
111 Westminster Street
Providence, Rhode Island

Country part - CT. Kappler

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
June 11, 1987
Page Two

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A attached hereto and made a part hereof.

The undersigned is agent for the Mortgagor/Assignor named above for the purpose of submitting the enclosed documents for filing and recordation.

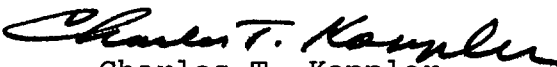
Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$20 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Supplement No. 5, dated June 10, 1987, to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985; and Supplement No. 5, dated June 10, 1987, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, covering the addition of railroad cars.

Very truly yours,


Charles T. Kappler

Enclosures

EXHIBIT A

Page 1 of 2

SCHEDULE I

<u>CAR NUMBER</u>	<u>QUANTITY</u>	<u>COST</u>	<u>AAR DESIG.</u>
39747 - 39749 ✓	3	\$ 2,278,431	C214
39752 - 39755 ✓	4		
39770 ✓	1		
39775 ✓	1		
39778 - 39822 ✓	45		
40851 - 41036 ✓	186	8,378,531	"
41037 - 41049 ✓	13	762,530	"
41051 - 41054 ✓	4		
64501 - 64535 ✓	35	1,869,298	"
64607 - 64700 ✓	94	4,949,096	
65021 ✓	1		
65036 ✓	1		
65053 ✓	1		
41076 - 41077 ✓	2	127,173	C614
51426 ✓	1	68,585	"
51373 ✓	1	63,821	"
51392 ✓	1	72,259	"
51393 ✓	1	62,217	"
51394 - 51404 ✓	11	1,439,485	"
51406 ✓	1		
51408 - 51414 ✓	7		
51416 - 51419 ✓	4		
51427 - 51428 ✓	2	138,926	"
51429 - 51432 ✓	4	260,360	
51436 - 51455 ✓	20	1,367,280	"
51462 - 51467 ✓	6	400,716	"
51468 - 51477 ✓	10	657,130	"
51485 - 51488 ✓	4	258,484	"

<u>CAR NUMBER</u>	<u>QUANTITY</u>	<u>COST</u>	<u>AAR DESIG.</u>
51489 - 51492 ✓	4	263,904	
41066 - 41075 ✓	10	476,374	C714
71812 - 71826 ✓	15	693,286	T055
71591 - 71599 ✓	9	628,550	T073
71758 - 71778 ✓	21	730,571	T103
71571 - 71590 ✓	20	708,968	T104
71600 - 71649 ✓	50	3,130,024	"
71683 - 71687 ✓	5	195,041	"
71782 - 71806 ✓	25	932,716	"
71670 - 71682 ✓	13	723,827	T105
71779 - 71781 ✓	3	114,555	"
71717 - 71721 ✓	5	223,385	T106
71722 - 71757 ✓	36	1,350,414	T107
71541 - 71560 ✓	20	913,626	T108
77298 - 77299 ✓	2	661,822	T544
77301 - 77306 ✓	6		
77308 - 77312 ✓	5		
77314 ✓	1		
77292 - 77297	6	408,406	T906
Total		720	\$35,309,791

icc copy
14863-K

SUPPLEMENT TO BRIDGE LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT

RECORDATION NO. 14863-1C Filed 1425

JUN 11 1987 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 5
TO
SCHEDULE B
ANNEXED TO BRIDGE LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT
DATED DECEMBER 13, 1985
BETWEEN
ACF INDUSTRIES, INCORPORATED
("DEBTOR")
AND
FLEET NATIONAL BANK, INDIVIDUALLY AND AS AGENT ("AGENT")

WHEREAS, Debtor and the Agent entered into a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Banks (as defined therein) agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Debtor shall execute and deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Schedule B to the Loan Agreement is hereby amended and supplemented by the addition thereto of the following described Collateral (as defined in the Loan

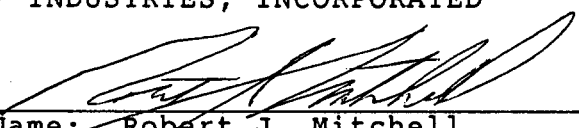
Agreement) with respect thereto, which additional Collateral is to be covered by the Loan Agreement and the liens and encumbrances created thereby:

See Schedule I annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 10th day of June, 1987.

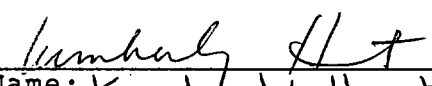
ACF INDUSTRIES, INCORPORATED

By

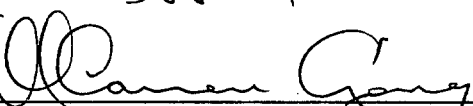

Name: Robert J. Mitchell
Title: Treasurer

FLEET NATIONAL BANK, in its individual capacity and as Agent

By


Name: Kimberly Hunt
Title: SUB

By


Name: U. Carmen Gomez
Title: Corp. Lending Officer

SCHEDULE I

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39747 - 39749	3	\$ 2,278,431	C214
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77308 - 77312	5		
77314	1		
77292 - 77297	6	408,406	T906
<hr/> Total		<hr/> 720	<hr/> \$35,309,791

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

ON THIS 10th DAY OF June, 1987, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 108 HEWLETT AVENUE, MERRICK, N.Y., that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Richard M. Kahn

RICHARD M. KAHN
Notary Public, State of New York
No. 31-4862573
Qualified in New York County
Certificate Filed in New York County
Commission Expires July 14, 1990

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 10th day of June, 1987, before me personally came Kimberly W. Hunt, to me known, who being to me duly sworn, did depose and say that she resides at 30 E. 69th St. N.Y.C. 10022, that she is the Vice President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.

Regina L. Edelman

REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 41-4505178
Qualified in Queens County
Commission Expires February 28, 1990

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 10th day of June, 1987, before me personally came M. Carmex Gomez, to me known, who being to me duly sworn, did depose and say that she resides at 144-20 38th Ave. Flushing, NY 11354, that she is the Corporate Lending Officer of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.

Regina L. Edelman

REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 41-4505178
Qualified in Queens County
Commission Expires February 28, 1990